Massachusetts Division of Insurance Annual Report of Membership in MEDICAL Insured Preferred Provider Plans as of December 31, 1999

	as of December 31, 1999 IEDICAL Barnstable Berkshire Bristol Dukes Essex Franklin Hampden Hampshire Middlesex Nantucket Norfolk Plymouth Suffolk Worcester														
MEDICAL	Barnstable		Bristol	Dukes	Essex			_					Suffolk	Worcester	MA
Insured Preferred Provider Plans ¹								Members at							Total 1999
Members By County	End of 1999	End of 1999	End of 1999	End of 1999	End of 1999	End of 1999		End of 1999		End of 1999	End of 1999		End of 1999	End of 1999	Members
Aetna Life Insurance Company	508	180	1,280		4,448	39	417	143	14,267	301	4,614	1,733	13,141		44,378
Allianz Life Insurance Company of America	21		140	1	438	1	25	2	1,143	0	541	290	533		3,337
American Chambers Life Insurance Company	107		34	1	816	0		0	0.0	0	445	84	111	63	2,610
Arbella Life and Health Insurance Company	279		16		63	1	14	15			24	21	31		1,278
Blue Cross and Blue Shield of Massachusetts, Inc.	795	271	2,199	327	5,232	296	2,141	882	16,544	542	7,464	3,020	3,873	3,474	47,060
CIGNA HealthCare of Massachusetts, Inc. ²	3	0	3	0	17	33	20	4	56	1	3	4	10	344	498
Community Health Plan	0	333	0	0	0	563	266	1,051		0	0	0	0	3	2,216
Connecticut General Life Insurance Company ³	410	.=-	960	7	3,261	67	1,995	330		10	2,940	1,403	2,166	2,078	24,245
Conseco Medical Insurance Company	356	16	113	193	437	38	216	73	685	31	254	132	130	157	2,831
Continental Assurance Company ⁴	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
CUNA Mutual Insurance Society	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Fidelity Security Life Insurance Company	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
First Allmerica Financial Life Insurance Company	29		95	0	500	40	107	38	,	0	701	127	647		4,834
Fortis Benefits Insurance Company	272		39		151	4	23	4		33	138	48	224		1,487
Fortis Insurance Company	527	0	271	37	1,166	5	49	22	1,529	13	401	357	164	187	4,728
General American Life Insurance Company ⁵	0	0	0)	0	0	_	0	_	0	0	0	_	0	0
Gerber Life Insurance Company	1,468	15	307	112	318	82	7,359	975		303	569	719	111	183	13,446
Great-West Life & Annuity Insurance Company	1	9	0	0	6	0	2	0		0	0	7	15		135
Guardian Life Insurance Company of America	990	18	594	14	2,019	165	120	38	5,785	6	1,743	913	1,357	1,687	15,449
Harvard Pilgrim Health Care, Inc.	1,606	11	5,545	87	2,637	94	416	261	10,029	3	6,690	3,919	3,223	2,450	36,971
Health New England, Inc.	0	2,232	0	0	0	133	4,632	821	0	0	0	0	0	43	7,861
John Alden Life Insurance Company	553		383		1,438	105	1,220	306		0	956	412	483		9,199
John Hancock Life Insurance Company	13	0	89	1	215	12		8	334	0	80	104	44	27	946
Matthew Thornton Health Plan, Inc	0	0	0	0	0	0	ŭ	1	0	0	0	0	0	0	1
(The) MEGA Life and Health Insurance Company	488		592	0	626	280	996	0	=,=:0	0	809	370	4,376		11,466
Metropolitan Life Insurance Company ⁶	42		31	5	386	45	430	202		0	439	81	289		3,158
Mid-West Life Insurance Company of Tennessee	141	7	119	16	285	9				13	246	182		149	1,766
Mutual of Omaha Insurance Company ⁷	0	•	0	0	0	0		0	·	•	0	0	0	0	0
National Health Insurance Company	36		11	0	14	0		4	22	0	11	8	14		163
New England Life Insurance Company	175	9	47	2	646	25	230	91	968	6	331	228	523	189	3,470
New York Life Insurance Company	0	0	0	0	0	0	0	0	-	0	0	0	0	0	0
Phoenix American Life Insurance Company	10	1	34	0	397	0		12		0	148	44	98		1,851
Phoenix Home Life Mutual Insurance Company	1	0	15	0	136	0					87	24		25	715
Pilgrim Health Care, Inc.	3	0	3	0	0		0	0		0	12			2	73
Pioneer Life Insurance Company	61	10	34	4	51	2	7	3	100	3	40	57	40	27	439
Principal Life Insurance Company ⁸	0	0	0	0	0	0	0	0	_	0	0	0		0	0
ReliaStar Life Insurance Company	0	2	187	0	13	0	2	0	248	0	10	0	13	51	526

Massachusetts Division of Insurance Annual Report of Membership in MEDICAL Insured Preferred Provider Plans

as of December 31, 1999

MEDICAL	Barnstable	Berkshire	Bristol	Dukes	Essex	Franklin		Hampshire	Middlesex	Nantucket	Norfolk	Plymouth	Suffolk	Worcester	MA
Insured Preferred Provider Plans ¹	Members at	Total 1999													
Members By County	End of 1999	Members													
Sentry Life Insurance Company	0	0	0	0	0	0	4	0	2	0	0	10	0	0	16
Sentry Select Life Insurance Company 9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Trustmark Insurance Company	3	0	32	0	51	0	2	3	200	0	84	21	64	44	504
Tufts Associated Health Maintenance Organization, Inc.	2,167	299	2,525	24	6,215	359	2,431	635	20,797	19	8,312	4,801	4,977	4,219	57,780
UniCARE Life and Health Insurance Company	111	148	180	1	344	17	465	312	1,160	0	528	162	385	462	4,275
United HealthCare Insurance Company	1,303	63	3,874	44	8,883	74	1,598	356	14,470	6	5,952	2,788	3,821	2,976	46,208
United of Omaha Life Insurance Company 10	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total MEDICAL Plan Members	12,479	4,065	19,752	1,952	41,209	2,489	25,298	6,635	108,253	1,839	44,572	22,086	40,968	24,323	355,920
1999 Massachusetts Population ¹¹	212,519	132,218	520,258	14,048	704,407	70,806	438,279	150,892	1,426,606	8,206	643,580	473,026	641,695	738,629	6,175,169
1999 Market Penetration Rate ¹²	5.9%	3.1%	3.8%	13.9%	5.9%	3.5%	5.8%	4.4%	7.6%	22.4%	6.9%	4.7%	6.4%	3.3%	5.8%

¹ Information reported by carriers offering a MEDICAL insured preferred provider plan, based upon the Massachusetts Division of Insurance's "Guidelines for Reporting Membership & Utilization Statistics - Version 2.1," which instructs carriers to exclude members for whom the carrier did not bear any financial risk.

² Effective January 1, 1999, Healthsource of Massachusetts Inc. changed its name to CIGNA HealthCare of Massachusetts, Inc.

³ Reported membership numbers on 1998 report in error. The original 1998 reported statistics included "Account Service Only" accounts. Membership numbers have been adjusted.

⁴ Continental Assurance Company ceased marketing its medical plan and subsequently transferred its business to another carrier as of February 1, 1999.

⁵ General American Life Insurance Company reported zero insured members as of December 31, 1999.

⁵ Effective August 31,1996, New England Life Mutual Life Insurance Company merged into Metropolitan Life Insurance Company which is the surviving entity.

Mutual of Omaha Insurance Company reported zero insured members as of December 31, 1999.

⁸ Effective July 1, 1998, Principal Mutual Life Insurance Company changed its name to Principal Life Insurance Company.

⁹ Effective September 30, 1999, John Deere Insurance Company was acquired by Sentry Insurance Group and changed its name to Sentry Select Insurance Company.

¹⁰ United of Omaha Life Insurance Company reported zero insured members as of December 31, 1999.

¹¹ Source: Population Estimates Program, Population Division, U.S. Bureau of the Census, March 9, 2000 - estimated population by county as of July 1, 1999.

¹² Total MEDICAL insured preferred provider plan members in each county divided by the 1999 population in each county.